

**Supplement Number 2 dated 7 November 2012  
to the Base Prospectus dated 1 June 2012**



**BARCLAYS PLC**  
*(incorporated with limited liability in England)*

**BARCLAYS BANK PLC**  
*(incorporated with limited liability in England and Wales)*

as Issuers

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**£60,000,000,000**  
**Debt Issuance Programme**

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This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 1 June 2012 as so supplemented by Supplement Number 1 dated 14 August 2012 (the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**") with respect to their £60,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

- (a) incorporate by reference the following documents: (i) the unaudited Interim Management Statement of the Company as filed with the SEC on Form 6-K on Film Number 121170347 as Exhibit 99.1 on 31 October 2012 in respect of the nine months ended 30 September 2012 (the "**Interim Management Statement**"); (ii) the capitalisation and indebtedness table of the Bank Group as at 30 June 2012 as filed with the SEC on Form 6-K on Film Number 121170347 as Exhibit 99.3 on 31 October 2012 (the "**Bank's Capitalisation and Indebtedness Table**"); and (iii) the capitalisation and indebtedness table of the Company and the Group as at 30 June 2012 as filed with the SEC on Form 6-K on Film Number 121170347 as Exhibit 99.2 on 31 October 2012 (the "**Company's Capitalisation and Indebtedness Table**");
- (b) supplement the Base Prospectus with information relating to (i) redenomination risk; (ii) the acquisition of ING Direct UK; (iii) the disposal of the Bank's entire holding in BlackRock, Inc.; (iii) the investigation by the UK Serious Fraud Office into certain commercial agreements

between the Bank and Qatar Holding LLC; (iv) the increase of the provision covering future redress and administration of PPI complaints by a further £700 million; (v) the investigation by the United States Department of Justice (the "DOJ") and the United States Securities Exchange Commission (the "SEC") into whether the Group's relationships with third parties who assist the Group to win or retain business are compliant with the United States Foreign Corrupt Practices Act; (vi) the investigation by the United States Federal Energy Regulatory Commission (the "FERC") into the Group's power trading in the western US and its proposal for the Bank to pay a civil payment and to disgorge profits plus interest; and (vii) board changes.

Any information contained in the document specified above which is not incorporated by reference in the Base Prospectus is either not relevant for prospective investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in the Base Prospectus.

## 2. **Risk Factors**

### *Redenomination Risk*

Redenomination risk is the risk of financial loss to the Group should one or more countries exit from the Euro, leading to the redenomination of local balance sheet assets and liabilities. The Group is directly exposed to redenomination risk where there is a mismatch between the level of locally denominated external assets and locally denominated external liabilities. Within the Group, retail banking, corporate banking and wealth activities in the Eurozone are generally booked locally within each country. Locally booked external customer assets and liabilities, primarily loans and advances to customers and customer deposits, are predominantly denominated in Euros. The remaining net funding requirement between local external assets and liabilities is met through either local capital or via funding sourced from the Group. The exit from the Eurozone of one or more countries in which the Group operates could crystallise the effects of redenomination on the net funding. There can be no assurance that the steps taken by the Group to more actively match local external assets with local external liabilities would be fully successful. In addition to redenomination risk, the withdrawal of one or more countries from the Eurozone could adversely affect the economic performance of that country, impacting areas such as interest and unemployment rates, which, in turn, may adversely affect customers' (including a country's government or its agencies) solvency and their ability to service their debt and could have an impact on the performance of assets and liabilities with customers from that country. Any one, or a combination of, the foregoing events resulting from the withdrawal of one of more countries from the Eurozone could also have a material adverse impact on the Group's operations, financial condition and prospects.

## 3. **Acquisitions, Disposals and Recent Developments**

### *Acquisition of ING Direct UK*

On 9 October 2012, the Bank announced that it had agreed to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, the Bank will acquire a deposit book with balances of £10.9 billion and a mortgage book with outstanding balances of £5.6 billion (as at 31 August 2012). The mortgage book had a loan-to-value ratio of 50 per cent. as at 31 August 2012 and is being acquired at an approximate three per cent. discount. The deposit book is being acquired at par. Completion is subject, amongst other things, to regulatory approval and is expected to occur in the second quarter of 2013.

### *Disposal of stake in BlackRock, Inc.*

On disposal of its entire holding in BlackRock, Inc., the Bank received net proceeds of approximately U.S.\$5.5 billion.

## 4. **Competition and Regulatory Matters**

On 29 August 2012, the Company confirmed that the UK Serious Fraud Office had commenced an investigation into payments under certain commercial agreements between the Bank and Qatar Holding LLC.

On 18 October 2012, following a further increase in PPI complaint volumes, the Bank announced that it had increased the provision to cover the cost of future redress and administration by a further £700 million.

On 31 October 2012, the Bank announced that it had been informed by the DOJ and SEC that they are undertaking an investigation into whether the Group's relationships with third parties who assist the Group to win or retain business are compliant with the United States Foreign Corrupt Practices Act. The Bank is investigating and fully co-operating with the DOJ and SEC.

The FERC Office of Enforcement has been investigating the Group's power trading in the western US with respect to the period from late 2006 through 2008. On 31 October 2012, the FERC issued a public Order to Show Cause and Notice of Proposed Penalties (the "**Order and Notice**") against the Bank in relation to this matter. In the Order and Notice the FERC asserts that the Bank violated the FERC's Anti-Manipulation Rule by manipulating the electricity markets in and around California from November 2006 to December 2008. The FERC is proposing that the Bank pay a U.S.\$435 million civil penalty and disgorge an additional U.S.\$34.9 million of profits plus interest. The Bank intends to vigorously defend this matter.

5. **Directors**

On 30 August 2012, the Company and the Bank announced that Antony Jenkins had been appointed as a Director and Group Chief Executive with immediate effect.

6. **Documents on Display**

Copies of the Interim Management Statement, the Bank's Capitalisation and Indebtedness Table and the Company's Capitalisation and Indebtedness Table may be inspected during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP, United Kingdom and at the specified office of the Principal Paying Agent, at One Canada Square, London E14 5AL, United Kingdom for 12 months from the date of the Base Prospectus.

For as long as any of the notes issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FSA so require, for the life of the Base Prospectus, copies of the Interim Management Statement, the Bank's Capitalisation and Indebtedness Table and the Company's Capitalisation and Indebtedness Table may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of The Bank of New York Mellon, as Principal Paying Agent, currently located at One Canada Square, London E14 5AL.

### **IMPORTANT NOTICES**

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other

documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into this Supplement.

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000.

**7 November 2012**